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December 6, 2000

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

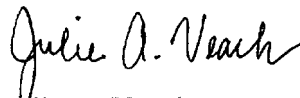
Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, DC 20554

Re: Applications of VoiceStream Wireless Corporation, Powertel, Inc., and
Deutsche Telekom AG for Consent to Transfer of Control (IB Docket
No. 00-187)

Dear Ms. Salas:

Please associate the enclosed letter with the above-captioned applications. Should you have any questions, please communicate directly with the undersigned.

Sincerely,



Julie A. Veach
Counsel for Deutsche Telekom AG

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

December 6, 2000

Mr. Donald J. Russell
Mr. Carl Willner
United States Department of Justice
Antitrust Division
1401 H Street
Room 8004
Washington, DC 20550

Re: Deutsche Telekom/VoiceStream/Powertel Mergers (IB Docket No. 00-187)

Dear Messrs. Russell and Willner:

On September 18, 2000, Deutsche Telekom AG ("DT"), VoiceStream Wireless Corporation ("VoiceStream"), and Powertel, Inc. ("Powertel"), collectively referred to herein as the "Applicants," filed applications requesting approval by the Federal Communications Commission (the "Commission") of the transfer of control of various licenses and authorizations in connection with proposed mergers. In post-filing conversations, the Applicants and the Commission staff have discussed the Commission's requests to review all documents provided by the Applicants to the Department of Justice ("Department") or by the Department to the Applicants in connection with the Department's investigation of the proposed mergers pursuant to the Antitrust Civil Process Act and the Hart-Scott-Rodino Antitrust Improvements Act ("Protected Materials"), and to engage in discussions with representatives of the Department with respect to those documents and with respect to the Department's investigation of the proposed mergers. We have agreed to the Commission's foregoing requests, subject to the following conditions:

1. The Applicants waive the confidentiality protections of the Antitrust Civil Process Act and the Hart-Scott-Rodino Antitrust Improvements Act and any applicable confidentiality provisions governing the Protected Materials only to the extent necessary to permit full discussions between the Department and the Commission regarding the Protected Materials and to permit the Commission to view and take notes with respect thereto (but not copy) the Protected Materials in the Department's possession.
2. Any discussions between the Department and the Commission will be treated as exempt *ex parte* presentations under 47 C.F.R. § 1.1204(a)(6) and will not be disclosed, except as required under that section, and, to the extent that the disclosure of such discussions would reveal trade secrets or commercial or financial information that is privileged or confidential, only in accordance with a

protective order adopted by the Commission or a constituent Bureau thereof and as otherwise expressly provided in this letter.

3. The Applicants are not waiving at this time any confidentiality protections with respect to any persons other than the Commission.

You should be aware that if, after reviewing the Protected Materials and discussing them with the Department, the Commission desires to place any Protected Materials in the public record, the Commission and the Applicants have agreed that:

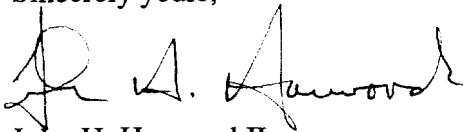
1. The Commission will request that the Applicants submit those selected Protected Materials directly to the Commission.
2. At Applicants' request, the Commission and the Applicants will discuss the Commission's request for Protected Materials and whether the Commission would accept a redacted version of them.
3. Any Protected Materials received from Applicants pursuant to Commission request may be disclosed to other persons only pursuant to a protective order adopted by the Commission or a constituent Bureau thereof. Any notes taken with respect to the Protected Materials will be kept confidential.
4. If, in connection with its decision in this proceeding, the Commission intends to rely upon or otherwise make reference to the contents of any of the Protected Materials or the substance of its discussions with the Department, it will do so in the same manner in which it maintained the confidentiality of similarly protected information in the *Bell Atlantic/NYNEX Order*, 12 FCC Rcd 19,985 (1997). In

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that Order, the Commission embodied its discussion of confidential information in a separate Exhibit E that was placed under seal and not released publicly as part of the Order.

Please do not hesitate to contact the undersigned persons if you have any questions regarding any of the foregoing. Thank you.

Sincerely yours,



John H. Harwood II
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Counsel for Deutsche Telekom AG

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Counsel for Powertel, Inc.

cc: Ms. Magalie Roman Salas

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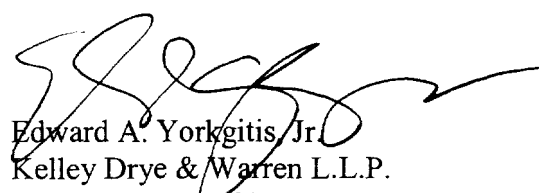
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